

EXHIBIT M

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

In re WELLBUTRIN XL
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:

INDIRECT PURCHASER ACTIONS

)
)
) Civil Action No.: 2:08-cv-2433
)
) Honorable Mary A. McLaughlin
)
)
)

**DECLARATION OF KARLA M. GLUEK IN SUPPORT OF PLAINTIFFS'
APPLICATION FOR ATTORNEYS' FEES, EXPENSES AND INCENTIVE AWARDS**

DECLARATION OF KARLA M. GLUEK

I, Karla M. Gluek, declare as follows:

1. I am an attorney in good standing, duly licensed and admitted to the State Bar of Minnesota, and a partner in the law firm Gustafson Gluek PLLC. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to them. I make this declaration in support of my firm's request for attorneys' fees and reimbursement of litigation expenses, as set forth in Plaintiffs' Application for Attorneys' Fees, Expenses and Incentive Awards.

2. My firm is counsel of record in this case, and represents Indirect-Purchaser Plaintiffs. A brief description of my firm is attached as Exhibit 1 and incorporated herein by reference.

3. My firm kept files contemporaneously documenting all time spent, including tasks performed, and expenses incurred, and transmitted a summary of those reports to Co-Lead Class Counsel on a regular basis. All of the time and expenses reported by my firm were incurred for the benefit of the Indirect-Purchaser Plaintiffs (IPPs).

4. During the course of this litigation, my firm has been involved in a multitude of tasks and activities on behalf of the IPPs. These tasks and activities were performed in coordination with and/or at the direction of co-lead counsel. Such tasks included, but were not limited to: review and analyze discovery requests; document review; work on class certification; conducting factual and/or legal research and analysis where required in connection with pleadings, motion practice and the case generally; conducting expert discovery; and participation in strategic conferences with co-lead counsel and the other members of the Executive Committee. In addition, we made contributions to the plaintiffs' litigation fund.

5. My firm submitted our detailed time records to Co-Lead Class Counsel for submission to the Court *in camera*. These contemporaneous time records were regularly prepared and maintained by my firm. The hourly rates for my firm's partners, attorneys and

professional support staff included in Exhibit 2 are their current rates, and are the usual and customary hourly rates charged for these professionals' services in similar complex litigation. These time records do not include any time devoted to preparing this declaration or otherwise pertaining to the Fee Petition.

6. The total number of hours reasonably expended on this litigation by my firm from inception to April 30, 2013 is 221.75 hours. The total lodestar for my firm at current rates is \$79,695.00. The lodestar calculation is based on my firm's current rates. Expense items are billed separately and are not duplicated in my firm's lodestar.

7. The expenses my firm incurred in litigating this action are reflected in the books and records of my firm. These books and records are prepared from expense vouchers, receipts, check records and other source materials and accurately reflect the expenses incurred.

8. My firm incurred a total of \$9,177.28 in unreimbursed expenses, all of which were reasonable and necessary for the prosecution of this litigation. Of this amount, \$5,000.00 was for assessment payments to the litigation fund Co-Lead Class Counsel established for the common expenses incurred in the prosecution of this case or direct payments to experts or other vendors made at the request of Co-Lead Counsel, and an additional \$4,177.28 was for non-common expenses incurred by my firm, such as travel, meals and lodging, copying, legal research, telephone, etc. A summary of those expenses by category is attached as Exhibit 3.

I declare under penalty of perjury under the laws of the United States and the State of Minnesota that the foregoing is true and correct. Executed this 13th day of May, 2013, in Minneapolis, Minnesota.

A handwritten signature in black ink, appearing to read 'Karla M. Gluek', written over a horizontal line.

Karla M. Gluek

EXHIBIT 1

GUSTAFSON GLUEK PLLC

Firm Résumé

April 2013

Gustafson Gluek PLLC is a Minneapolis law firm with a national practice, with emphasis in antitrust, consumer protection and class action litigation. The six members of the firm have over ninety years of experience in these areas, as well as in the areas of intellectual property litigation involving patents, trademarks and trade dress, complex business litigation, and securities fraud litigation.

Gustafson Gluek PLLC practices before state and federal courts throughout the country and works with and opposes some of the nation's largest companies and law firms. The firm was formed in May 2003.

Daniel E. Gustafson

Daniel E. Gustafson is a founding member of Gustafson Gluek PLLC. He is a *magna cum laude* graduate of the University of North Dakota with majors in Economics and Sociology (B.A. 1986) and a *cum laude* graduate of the University of Minnesota Law School (J.D. 1989). He was a member of the Minnesota Law Review from 1987 to 1989, serving as an Associate Research Editor in 1988-1989.

During law school, he clerked for Opperman & Paquin (1987-1989), a firm that also practiced in the areas of antitrust, consumer protection and class action litigation.

After law school, Mr. Gustafson served as a law clerk to the Honorable Diana E. Murphy, United States District Judge for the District of Minnesota (1989-91).

Following his judicial clerkship, Mr. Gustafson returned to his former firm (then known as Opperman Heins & Paquin) and continued his work in the fields of antitrust and consumer protection class action litigation.

In April 1994, Mr. Gustafson became a founding member and partner in the law firm of Heins Mills & Olson, P.L.C. Between April 1994 and May 2003, Mr. Gustafson continued his work in antitrust and consumer protection class action litigation and also developed a boutique practice of assisting national patent and intellectual property firms in litigation matters. In May 2003, Mr. Gustafson formed Gustafson Gluek PLLC where he continues to practice antitrust and consumer protection class action law.

Mr. Gustafson is admitted to practice in the United States District Court for the District of Minnesota, the United States District Court for the District of North Dakota, the United States District Court for the Eastern District of Michigan, the United States Courts of Appeals for the Fifth, Eighth and Eleventh Circuits and in the United States Supreme Court.

Mr. Gustafson is also an adjunct professor at the University of Minnesota Law School teaching a spring semester seminar on the "Fundamentals of Pretrial Litigation."

Mr. Gustafson is a past president of the Federal Bar Association, Minnesota Chapter (2002-2003) and served in various capacities in the Federal Bar Association over the last several years. In 2009, he was involved in developing the Federal Bar Association's *Pro Se* Project, which coordinates volunteer representation for *pro se* litigants. He was the Vice-Chair of the 2003 Eighth Circuit Judicial Conference held during July 2003 in Minneapolis (Judge Diana E. Murphy was the Chair of the Conference). He is a member of the Hennepin County, Minnesota, Federal and American Bar Associations.

In 2001-2012, Mr. Gustafson was designated by *Law & Politics* magazine as a Minnesota "Super Lawyer," in the fields of business litigation, class actions and antitrust. "Super Lawyer" selection results from peer nominations, a "blue ribbon" panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as "Super Lawyers." He was also ranked in the Top 100 MN Super Lawyers in 2012. In 2005, Mr.

Gustafson was one of only eleven Minnesota attorneys selected as a “Super Lawyer” in the field of antitrust litigation. Mr. Gustafson was also selected as one of *Minnesota Lawyer’s* Attorneys of the Year for 2010. He was selected based on nominations from across the state.

In September 2011, Mr. Gustafson testified before the House Committee on the Judiciary, Subcommittee on Intellectual Property, Competition and the Internet regarding the proposed merger between Express Scripts and Medco. Mr. Gustafson also testified before the United States Congressional Commission on Antitrust Modernization in June 2005. In addition to congressional testimonies, Mr. Gustafson has authored or presented numerous seminars and continuing legal education pieces on various topics related to class action litigation, antitrust, consumer protection or legal advocacy. Recent co-authored chapters by Mr. Gustafson include “Pretrial Discovery in Civil Litigation” in *Private Enforcement of Antitrust Law in the United States* and “Obtaining Evidence” in *The International Handbook on Private Enforcement of Competition*.

Mr. Gustafson is currently or has recently been named as Lead Counsel, Co-Lead Counsel or a member of the Executive Committee in the following cases: *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litig.* (D. Minn.); *In re National Arbitration Forum Litig.* (D. Minn.); *In re Comcast Corp, Set-Top Cable Television Box Antitrust Litig.* (E.D. Pa.); *In re DRAM Antitrust Litig.* (N.D. Cal. and multiple state court actions); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litig.* (D. Minn.); *St. Barnabas Hospital, Inc. et al. v. Lundbeck, Inc. et al.* (D. Minn.); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.) (indirect purchaser class); *In re Flash Memory Antitrust Litig.* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.); *Aspartame Antitrust Litig.* (E.D. Pa.) (direct purchaser class); and *Yarrington v. Solvay Pharmaceuticals, Inc. et al.* (D. Minn.).

Mr. Gustafson is currently or has recently been actively involved in the representation of plaintiffs and plaintiff classes in numerous cases, including: *In re Wellbutrin XL Antitrust Litig.*

(E.D. Pa.); *In re Androgel Antitrust Litig.* (N.D. Ga.); *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S. D. Ohio); *Dryer et al. v. Nat'l Football League* (D. Minn.); *In re Ready-Mixed Concrete Antitrust Litig.* (S.D. Ind.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *In re Urethane Antitrust Litig.* (D. Kan.); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“Augmentin”); and *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn.) (“Canadian Prescription Drugs”); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Cal.); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.).

He also has participated in the representation of plaintiff classes in other cases, including: *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *Lief et al. v. Archer Daniels Midland Co., et al.* (D. Minn) (“Indirect MSG”); *In re Premarin Antitrust Litig.* (S.D. Ohio); *Blevins v. Wyeth-Ayerst Labs., Inc.* (Cal. Super. Ct.); *Ellerbrake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (“Air Compressors”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“Paxil”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB Richard Ellis* (N.D. Ill.); *Samples v. Monsanto Co.* (E.D. Mo.) (“Bio Seeds”); *In re Magnetic Audiotape Antitrust Litig.* (S.D.N.Y.); *In re Terazosin Hydrochloride Antitrust Litig.* (S.D. Fla.) (“Hytrin”); *In re High Pressure Laminates Antitrust Litig.* (S.D.N.Y.); *High Pressure Laminates Antitrust Litig.* (multiple state court indirect purchaser actions); *In re Vitamins Antitrust Litig.* (D.D.C.); *Minnesota Vitamins Antitrust Litig.* (Minn. 2nd Jud. Dist.); *Infant Formula Antitrust Litig.* (multiple state court actions; lead trial counsel for Wisconsin action); *Shaw v. Dallas Cowboys Football Club* (E.D. Pa.) (“NFL”); *Thermal Fax Paper Antitrust Litig.* (state court actions in Minnesota, Wisconsin and Florida) (“Fax Paper”); *Lazy Oil, Inc. v. Witco Corp.* (W.D. Pa.) (“Penn Grade”); *In re Molybdenum Antitrust Litig.* (W.D. Pa.); *In re Motorsports Merchandise*

Antitrust Litig. (N.D. Ga.); *In re Commercial Explosives Antitrust Litig.* (D. Utah); *In re Diamonds Antitrust Litig.* (S.D.N.Y.); *In re Drill Bits Antitrust Litig.* (S.D. Tex.); *In re Catfish Antitrust Litig.* (D. Miss.); *In re Steel Drums Antitrust Litig.* (S.D. Ohio); *In re Steel Pails Antitrust Litig.* (S.D. Ohio); *In re Bulk Popcorn Antitrust Litig.* (D. Minn.); *In re Workers' Compensation Ins. Antitrust Litig.* (D. Minn.); *Cimarron Pipeline Constr., Inc. v. National Council on Compensation Ins.* (W.D. Okla.); *Schmulbach v. Pittway Corp.* (Ill., 11th Jud. Dist.) ("Smoke Detectors"); *In re Commercial Tissue Antitrust Litig.* (N.D. Fla.); *In re Sodium Gluconate Antitrust Litig.* (N.D. Cal.); and *AL Tech Specialty Steel Corp. v. UCAR Int'l.* (E.D. Pa.) ("Specialty Steel").

Mr. Gustafson is also currently or has recently been involved in other non-class complex litigation concerning antitrust, consumer protection, contract, unfair competition, trademark and patent infringement claims, including: *Synthes USA, LLC v. Spinal Kinetics* (N.D. Cal.); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) ("KBA II"); *KBA-Giori, North America, Inc. v. Muhlbauer, Inc.* (E.D. Va.) ("KBA I"); *Spine Solutions, Inc., v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga.); *J.D. Edwards World Solutions Company Arbitrations* (AAA) (trial counsel for Quantegy and Amherst); *INO Therapeutics, Inc. v. SensorMedics Corp.* (D.N.J.); and *In re National Metal Technologies, Inc.* (S.D. Cal.).

He also has represented parties in other unfair competition, trademark, and patent infringement cases, including: *Transclean Corp. v. MotorVac Technologies, Inc.* (D. Minn.); *Ryobi Ltd. v. Truth Hardware Corp.* (D. Minn.); *Minnesota Mining & Mfg. Co. v. Fellowes Mfg. Co.* (D. Minn.); *Eastman Kodak Co. v. Minnesota Mining & Mfg. Co.* (W.D.N.Y.); *On Assignment, Inc. v. Callander* (Minn., 4th Jud. Dist.); and *Rainforest Cafe, Inc., v. Amazon, Inc.* (D. Minn.); *Medical Graphics Corp. v. SensorMedics Corp.* (D. Minn.); *Medtronic, Inc., v.*

Intermedics Inc. (D. Minn.); *Cardiac Pacemakers, Inc. v. Robert Warner* (D. Minn.); *Cardiac Pacemakers, Inc. v. Intermedics Inc.* (D. Minn.); *Birchwood Laboratories v. Citmed Corp.* (D. Minn.); *Hammond v. Hitachi Power Tools, Inc.* (D. Minn.); *McCarthy v. Welshman* (D. Minn.); and *UFE, Inc., v. Alpha Enters., Inc.* (D. Minn.).

Karla M. Gluek

Karla M. Gluek is a founding member of Gustafson Gluek PLLC. She is a graduate of the University of St. Thomas with a major in English (B.A. 1990) and is a *cum laude* graduate of William Mitchell College of Law (J.D. 1993).

During law school she clerked for the Minnesota Attorney General's Office (1993-1994). Shortly after graduating from law school Ms. Gluek served as a law clerk to the Honorable Gary Larson, District Judge, Fourth Judicial District of Minnesota (1994).

After her clerkship, Ms. Gluek joined Heins Mills & Olson, P.L.C. as an associate attorney and began her work in antitrust and consumer protection class action litigation. Ms. Gluek also assisted Mr. Gustafson in the development of his practice assisting national patent and intellectual property firms in litigation matters. In January 2003, Ms. Gluek became a partner at Heins Mills & Olson, P.L.C. In May, 2003, Ms. Gluek joined Mr. Gustafson in forming Gustafson Gluek PLLC.

She is admitted to practice in the U.S. District Court for the District of Minnesota and the Eighth Circuit Court of Appeals. Ms. Gluek is a member of the Hennepin County, Minnesota and Federal Bar Associations.

In 2011-2012, she was designated by *Law & Politics* magazine as a Minnesota "Super Lawyer," in the field of antitrust law. "Super Lawyer" selection results from peer nominations, a "blue ribbon" panel review process and independent research on the candidates; no more than 5% of lawyers in Minnesota are selected as "Super Lawyers."

Ms. Gluek is currently, or has been actively involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litigation* (D. Minn.); *In re National Arbitration Forum Litigation* (D. Minn.); *In re Wellbutrin XL Antitrust Litigation* (E.D. Pa.); *In re Dry Max Pampers Litig.* (S.D. Ohio); *St. Barnabas Hospital, Inc. et al. v. Lundbeck, Inc. et al.* (D. Minn.); *In re Androgel Antitrust Litigation* (N.D. Ga.); *In re Comcast Corp, Set-Top Cable Television Box Antitrust Litigation* (E.D. Pa.); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litigation* (D. Minn.); *In re Wellbutrin SR/Zyban Direct Purchaser Antitrust Litig.* (E.D. Pa.); *Dudek v. Medtronic* (D. Minn.); *SAJ Distributors, Inc. et al. v. SmithKline Beecham Corp. et al.* (E.D. Va.) (“Augmentin”); *Iverson et al. v. Pfizer, Inc. et al.* (D. Minn.) (“Canadian Prescription Drug”); *Yarrington v. Solvay Pharmaceuticals, Inc. et al.* (D. Minn.) (“Estrates”); *Lief et al. v. Archer Daniels Midland Co. et al.* (D. Minn.) (“Indirect MSG”); *Ellerbrake v. Campbell Hausfeld* (20th Jud. Ct. Ill.) (“Air Compressors”); *Nichols et al. v. Smithkline Beecham Corp.* (E.D. Pa.) (“Paxil”); *Heerwagen v. Clear Channel Communications, Inc.* (S.D.N.Y.); *Wiginton v. CB Richard Ellis* (N.D. Ill.); *Robin Drug Co. v. PharmaCare Management Services Inc.* (Minn. 4th Jud. Dist.) (“Pharmacy Underpayment”).

She also has been involved in other class actions and complex cases, including: *In re MSG Antitrust Litig.* (D. Minn.) (“MSG”); *In re Minnesota Vitamin Antitrust Litig.* (Minn., 2nd Jud. Dist.); *Samples v. Monsanto Co.* (E.D. Mo.) (“Bio Seeds”); *In re Terazosin Hydrochloride Antitrust Litig.* (S.D. Fla.) (“Hytrin”); and *In re Magnetic Audiotape Antitrust Litig.* (S.D.N.Y.); *In re Grand Casinos Inc. Sec. Litig.* (D. Minn.); *In re Olympic Fin., Ltd. Sec. Litig.* (D. Minn.); *Schmulbach v. Pittway Corp.* (Ill., 12th Jud. Dist.) (“Smoke Detectors”); *Ruff v. Parex, Inc.* (N.C. New Hanover Cty. Sup. Ct.) (“EIFS”); *Behm v. John Nuveen & Co., Inc.* (Minn. 4th Jud. Dist.); *Infant Formula Antitrust Litig.* (multiple state court actions); *In re Prudential Ins. Co. Sales*

Practices Litig. (D.N.J.); *Big Valley Milling, Inc. v. Archer Daniels Midland Co.* (Minn. 8th Jud. Dist.) (“*Lysine*”); *In re High-Fructose Corn Syrup Antitrust Litig.* (C.D. Ill.); *Raz v. Archer Daniels Midland Co.* (Minn. 8th Jud. Dist.) (“*Citric Acid*”); and *S&S Forage Equip. Co. v. Up North Plastics, Inc.* (D. Minn.) (“*Silage Bags*”).

Ms. Gluek also is or has been involved in other non-class complex cases involving antitrust, consumer protection, contract, unfair competition, trademark and patent infringement claims, including: *Synthes USA, LLC v. Spinal Kinetics, Inc.* (N.D. Cal.); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“*KBA II*”); *KBA-Giori, North America, Inc., v. Muhlbauer, Inc.* (E.D. Va.) (“*KBA I*”); *Spine Solutions, Inc. v. Medtronic Sofamor Danek, Inc.* (W.D. Tenn.); *Harmon v. Innomed Technologies, Inc.* (S.D. Ga.); *J.D. Edwards World Solutions Company Arbitrations* (AAA); *INO Therapeutics Inc. v. SensorMedics Corp.* (D.N.J.); *In re National Metal Technologies, Inc.* (S.D. Cal.); *Transclean Corp. v. MotorVac Technologies, Inc.* (D. Minn.); *Cardiac Pacemakers, Inc. v. Warner* (D. Minn.); *Intermedics, Inc. v. Cardiac Pacemakers, Inc.* (D. Minn.); *Hammond v. Hitachi Power Tools, Inc.* (D. Minn.); *Minnesota Mining & Mfg. Co. v. Fellowes Mfg. Co.* (D. Minn.); *UFE, Inc. v. Alpha Enters., Inc.* (D. Minn.); *Eastman Kodak Co. v. Minnesota Mining & Mfg. Co.* (W.D.N.Y.); and *On Assignment, Inc. v. Callander* (Minn., 4th Jud. Dist.).

Jason S. Kilene

Jason S. Kilene is a member in the firm of Gustafson Gluek PLLC. He is a graduate of the University of North Dakota (B.A. 1991) with a major in Political Science and a graduate of the University of North Dakota School of Law *with distinction* (J.D. 1994).

After graduating from law school, Mr. Kilene served as law clerk to the Honorable Bruce M. Van Sickle, United States District Judge, District of North Dakota. Prior to joining Gustafson Gluek PLLC in August 2003, Mr. Kilene practiced in the areas of antitrust, securities and business

litigation at the law firms of Oppenheimer Wolff & Donnelly, LLP, and Heins Mills & Olson, P.L.C.

Mr. Kilene is admitted to the Minnesota Bar, North Dakota Bar and is admitted to practice in the United States District Court for the District of Minnesota. He is also a member of the Hennepin County, Minnesota, North Dakota and Federal Bar Associations.

He is currently or has recently been involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *Kleen Products LLC, et al. v. Packaging Corporation of America et al.* (N.D. Ill.); *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.); *In re Automotive Parts Antitrust Litig.* (E.D. Mich.); *In re NCAA Student-Athlete Name & Likeness Licensing Litig.* (N.D. Cal.); *Dryer v. National Football League* (D. Minn.); *In re Ductile Iron Pipe Fittings Indirect Purchaser Antitrust Litig.* (D.N.J.); *In re Pool Products Distribution Market Antitrust Litig.* (E.D. La.); *In re Potash Antitrust Litig. (II)* (N.D. Ill.); *In re Florida Cement and Concrete Antitrust Litig.* (S.D. Fla.); *In re Photochromic Lens Antitrust Litig.* (M.D. Fla.); *In re Imprelis Herbicide Marketing, Sales Practices, and Products Liability Litig.* (E.D. Pa.); *In re Urethane Antitrust Litig.* (D. CalCalKan.); *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.); *In re Intel Corp Microprocessor Antitrust Litig.* (D. Del.); *Carolos Lossada v. Union Oil Company of California* (Sup. Ct. Cal.); *In re ATM Fee Antitrust Litig.* (N.D. Cal.) (“ATM”); *Edwards et al. v. National Milk Producers Federation, et al.* (N.D. Cal.); *Ticho v. Budget Rent A Car System, Inc.* (Sup. Ct. Cal.); *In re BP Propane Indirect Purchaser Antitrust Litig.* (N.D. Ill.); *In re Aftermarkets Filters Antitrust Litig.* (N.D. Ill.); *In re Chocolate Confectionary Antitrust Litig.* (M.D. Pa.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Ca.); *In re Flat Glass Antitrust Litig. (II)*, (W.D. Pa.); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); *In re Steel Antitrust Litig.* (N.D. Ill.); *Universal Delaware et al. v. Comdata Corporation et al.* (E.D. Pa.); *In re*

Vitamins Antitrust Litig. (D.D.C.); *In re Broadcom Corp. Securities Litig.* (C.D. Cal.); *In re High Pressure Laminates Antitrust Litig.* (S.D.N.Y.); *Microsoft Indirect Purchaser Antitrust Litig.* (Minnesota and North Dakota); and *In re Relafen Antitrust Litig.* (N.D. Cal.).

Mr. Kilene has been involved in other complex cases involving antitrust, consumer protection, contract and unfair competition, including: *In re J.D. Edwards World Solutions Company* (AAA) (trial counsel for Quantegy and Amherst) and *National Metal Technologies, Inc. et al. v. Alliant Techsystems, Inc. et al.* (S.D. Cal.) (“NMT”).

Daniel C. Hedlund

Daniel C. Hedlund is a member of Gustafson Gluek PLLC. He is a graduate of Carleton College (B.A. 1989) and is a *cum laude* graduate of the University of Minnesota Law School (J.D. 1995). He was a Note and Comment Editor and member of the Minnesota Journal of Global Trade from 1993-1995 and a recipient of the Federal Bar Association’s John T. Stewart, Jr. Memorial Fund Writing Award (1994).

Mr. Hedlund served as a law clerk to the Honorable Gary L. Crippen, Minnesota Court of Appeals (1997) and to the Honorable Dolores C. Orey, Fourth Judicial District of Minnesota (1995-1996).

Mr. Hedlund has practiced in the areas of antitrust, securities fraud, and consumer protection since 1997. He is admitted to practice in the United States District Court for the District of Minnesota, the Eighth Circuit Court of Appeals, the Second Circuit Court of Appeals, and in Minnesota State Court. Mr. Hedlund is a member of the Federal, Minnesota, and Hennepin County Bar associations. Mr. Hedlund is active in the Minnesota Chapter of the Federal Bar Association, currently serving as Co-Vice President for the Eighth Circuit. He has previously served as Liaison between the Federal Bar Association and the Minnesota State Bar Association and as Secretary of the Federal Bar Association, Minnesota Chapter. He currently

serves as Secretary for the Consumer Litigation Section of the Minnesota State Bar Association and is President-Elect of the Committee to Support Antitrust Laws. In addition to presenting at CLEs, he has recently testified before the Minnesota legislature on competition law.

Mr. Hedlund is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases, including: *The Shane Group, Inc. v. Blue Cross Blue Shield of Michigan* (E.D. Mich.); *American Electric Motor Services Inc. v. Blue Cross Blue Shield of Alabama* (N.D. Ala.); *In re DRAM Antitrust Litigation* (multiple federal and state court actions) (indirect purchaser class); *In re Flash Memory Antitrust Litigation* (N.D. Cal.); *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.); *In re Processed Egg Products Antitrust Litigation* (E.D. Pa.); *In re Refrigerant Compressors Antitrust Litigation* (E.D. Mi.); *In re SIGG Switzerland (USA), Inc. Aluminum Bottles Marketing and Sales Practices Litigation* (W.D. Ky.); *In re Air Cargo Shipping Services Antitrust Litigation* (E.D.N.Y.); *In re St. Paul Travelers Securities Litigation II* (D. Minn.); *In re Digital Music Antitrust* (S.D.N.Y.); *In re OSB Antitrust Litigation* (E.D. Pa.); *In re Vitamin C Antitrust Litigation* (E.D.N.Y.); *In re Funeral Consumers Antitrust Litigation* (S.D. Tex.); *McIntosh v. Monsanto Co.* (E.D. Mo.); *In re AOL Time Warner Securities Litigation* (S.D.N.Y.); *In re Commercial Tissue Antitrust Litigation* (N.D. Fla.); *In re Universal Service Fund Telephone Billing Practices Litigation* (D. Kan.); *In re Green Tree Financial Stock Litigation* (D. Minn.); *In re NASDAQ Market-Makers Antitrust Litigation* (S.D.N.Y.); *In re Polypropylene Carpet Antitrust Litigation* (N.D. Ga.); *In re Buffets, Inc. Securities Litigation* (D. Minn.); *In re Mercedes Benz Antitrust Litigation* (D.N.J.); *In re Xcel Energy, Inc. Securities Litigation* (D. Minn.); *In re Blue Cross Subscriber Litigation* (D. Minn.); *In re MSG Antitrust Litigation* (D. Minn.); *In re Mercury Finance Co. Securities Litigation* (N.D. Ill.); *In re Olympic Financial Securities Litigation* (D. Minn.); and *In re Flat Glass Antitrust Litigation* (W.D. Pa.).

Amanda M. Williams

Amanda Williams is a member of Gustafson Gluek PLLC. She is a *magna cum laude* graduate of Gustavus Adolphus College (B.A. 2001) with a major in Psychology and a graduate of the University of Minnesota Law School (J.D. 2004). Ms. Williams is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota.

During law school, Ms. Williams studied comparative international law abroad in Greece and served as a judicial extern for the Honorable George W. Perez, Minnesota Tax Court. Ms. Williams also participated in the Jessup International Law Moot Court.

After graduating from law school Ms. Williams served as law clerk to the Honorable Gordon W. Shumaker, Minnesota Court of Appeals. She then joined Gustafson Gluek PLLC in 2005. Ms. Williams is an active member of Minnesota Women Lawyers and is former chair of the Law School Scholarship Committee. She serves as a volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project and is a recipient of the Minnesota chapter of the Federal Bar Association's 2011 Distinguished *Pro Bono* Service award.

Ms. Williams is currently, or has been actively involved in the representation of plaintiffs and plaintiff classes in numerous cases including: *In re Urethane Antitrust Litig.* (D. Kan.); *In re Funeral Consumers Antitrust Litig.* (S.D. Texas); *In re Foundry Resins Antitrust Litig.* (S.D. Ohio); *In re Wellbutrin SR Antitrust Litig.* (E.D. Pa.); *In re Medtronic, Inc. Implantable Defibrillators Products Liability Litig.* (D. Minn); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liab. Litig.* (D. Minn).

Catherine Sung-Yun K. Smith

Catherine Sung- Yun K. Smith is a member of Gustafson Gluek PLLC. She is a graduate of Korea University (B.A. 2000) and a graduate of University of Minnesota Law School (J.D.

2005). Ms. Smith is admitted to the New York Bar, Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota.

During law school, Ms. Smith served as a director of the Civil Practice Clinic, and also as a director of the William E. McGee National Civil Rights Moot Court Competition. Ms. Smith served as a judicial extern for the Honorable Regina Chu, District Judge, Fourth Judicial District of Minnesota. In addition, Ms. Smith also participated in the Maynard Pirsig Moot Court. She joined Gustafson Gluek PLLC in 2007.

Ms. Smith is currently involved in the representation of plaintiffs and classes in numerous cases including: *In re TFT LCD (Flat Panel) Antitrust Litig.* (N.D. Ca.); *In re Cathode Ray Tube Antitrust Litig.* (N.D. Ca.); *In re Optical Disk Drive Antitrust Litig.* (N.D. Cal.); *In re Air Cargo Shipping Services Antitrust Litig.* (E.D.N.Y.); *Hyun Park et al v. Korean Air Lines Co., Ltd.* (C.D. Ca.); *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.); and *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litig.* (E.D.N.Y.).

Ms. Smith is fluent in Korean and English and also has basic language skills in German, Japanese, and Chinese.

David A. Goodwin

David A. Goodwin is an associate of Gustafson Gluek PLLC. He is a graduate of the University of Wisconsin (B.A. 2001) and a graduate of DePaul University College of Law (J.D. 2006). Mr. Goodwin is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota.

During law school, Mr. Goodwin worked for Grotefeld & Denenberg LLC, a Chicago law firm specializing in insurance subrogation litigation. In 2005, Mr. Goodwin was selected to serve as the law clerk for the Office of the General Counsel of TCF Bank. Mr. Goodwin worked at TCF while attending the University of Minnesota Law School as a visiting student.

Mr. Goodwin is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases including *In re SIGG Switzerland (USA), Inc., Aluminum Bottles Marketing and Sales Practices Litig.* (W.D. KY); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. CA); *In re Pre-Filled Propane Tank Marketing and Sales Practices Litig.* (W.D. Mo.); *In re NCAA Student-Athlete Name and Likeness Licensing Litig.* (N.D. Cal.); *In re Plasma-Derivative Protein Therapies Antitrust Litig.* (N.D. Ill.); and *In re Thompson v. NFL* (D. Minn.).

Mr. Goodwin is the Secretary for the Federal Bar Association Younger Lawyers Division.

Michelle J. Looby

Michelle J. Looby is an associate of Gustafson Gluek PLLC. She is a graduate of the University of Minnesota *with distinction* (B.A. 2004) and a *magna cum laude* graduate of William Mitchell College of Law (J.D. 2007). Ms. Looby is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota.

During law school, Ms. Looby was a member of the *William Mitchell Law Review* from 2005-2007, serving as Assistant Editor in 2006-2007. She served as a judicial intern to The Honorable Faye Flancher and The Honorable Emily Mueller, Circuit Court Judges, Racine County Circuit Court of Wisconsin. She also served as a judicial extern to The Honorable David Higgs, District Judge, Second Judicial District of Minnesota. In addition, Ms. Looby was a five time recipient of the CALI Excellence for the Future Award, recognizing the student with the highest grade in the class as determined by the instructor or registrar.

Ms. Looby is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases including: *Precision Associates, Inc. et al. v. Panalpina World Transport (Holding), Ltd., et al.* (E.D.N.Y.); *In re Vitamin C Antitrust Litig.* (E.D.N.Y.); *In re Processed Egg Products Antitrust Litig.* (E.D. Pa.); *In re Ductile Iron Pipe Fittings ("DIPF") Indirect Purchaser Antitrust Litig.* (D. N.J.); *Universal Delaware, Inc., d/b/a Gap Truck Stop et al.*

v. Comdata Corporation (E.D. Pa.); In re Online DVD Rental Antitrust Litig. (N.D. Cal.); In re Comcast Corp. Set-Top Cable Television Box Anti-Trust Litig. (E.D. Pa.); and In re Refrigerant Compressors Antitrust Litig. (E.D. Mich.).

Sara J. Payne

Sara J. Payne is an associate of Gustafson Gluek PLLC. She received her undergraduate degree from Brigham Young University (B.A. 2001), her post-graduate degree from the University of Reading, England (M.S. 2003) and is a *cum laude* graduate of the University of Minnesota Law School (J.D. 2008). Ms. Payne is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota.

While in law school, Ms. Payne served as a director and member of the competition team of the William E. McGee National Civil Rights Moot Court. She also taught legal writing at the University of Minnesota Law School. She clerked for the Hennepin County Attorney's Office and Anoka County Attorney's Office, and served as a judicial extern for the Honorable Janie S. Mayeron, Magistrate Judge, United States District Court, District of Minnesota.

After graduating from law school, Ms. Payne served as a law clerk to the Honorable Gary R. Larson, District Judge, Fourth Judicial District of Minnesota (2008-2010) and to the Honorable Peter A. Cahill, Chief District Judge, Fourth Judicial District of Minnesota (2010-2011).

Ms. Payne is currently, or has been actively involved in the representation of plaintiffs and classes in *In re Automotive Wire Harness Systems Antitrust Litig.* (E.D. Mich); *In re Medtronic, Inc. Sprint Fidelis Leads Products Liability Litig.* (D. Minn.); *In re TFT-LCD (Flat Panel) Antitrust Litig.* (N.D. Cal.); *In re Potash Antitrust Litig.* (N.D. Ill.); and *Wortman et al v. Air New Zealand et al* (N.D. Cal).

Ms. Payne is a Committee Member of *The Hennepin Lawyer*, having written a number of articles for the publication, is a member of the Minnesota Women Lawyers, and serves as a

volunteer attorney for the Minnesota Federal Bar Association's Federal *Pro Se* Project. She is a recipient of the Minnesota chapter of the Federal Bar Association's 2011 Distinguished Pro Bono Service award.

Joseph C. Bourne

Joseph C. Bourne is an associate in the firm of Gustafson Gluek PLLC. He is a graduate of Emory University with majors in English and Philosophy (B.A. 2005) and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2009). Mr. Bourne is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota.

During law school, Mr. Bourne was an Article Editor of the *Minnesota Law Review*, and he contributed a published Note, *Prosecutorial Use of Forensic Science at Trial*, 93 Minn. L. Rev. 1058 (2009). He also clerked at Greene Espel P.L.L.P. (2008), a Minneapolis law firm that practices in the area of complex commercial litigation.

After graduating from law school, Mr. Bourne served as a law clerk to the Honorable Edward Toussaint, Jr., Chief Judge, Minnesota Court of Appeals (2010-2011) and to the Honorable Francis J. Connolly, Judge, Minnesota Court of Appeals (2009-2010). He then joined Gustafson Gluek PLLC in 2011.

Mr. Bourne is currently involved in the representation of plaintiffs and classes in numerous cases, including: *Precision Assocs., Inc. v. Panalpina World Transp. (Holding) Ltd.* (E.D.N.Y.); *Landwehr v. AOL Inc.* (E.D. Va.); *In re Pool Prods. Distribution Mkt. Antitrust Litig.* (E.D. La.); and *Shane Group, Inc. v. Blue Cross Blue Shield of Mich.* (E.D. Mich.).

He also is currently or has recently represented parties in non-class intellectual property and commercial litigation matters.

Joshua J. Rissman

Joshua J. Rissman is an associate of Gustafson Gluek PLLC. He is a *magna cum laude* graduate of the University of Minnesota with a major in Political Science (B.A. 2005) and a *cum laude* graduate of the University of Minnesota Law School (J.D. 2010). While in law school, Mr. Rissman was a Student Articles Editor on *Law & Inequality: A Journal of Theory and Practice*. He also clerked for two Minneapolis law firms, the United States Attorney's Office and externed for the Honorable John McShane in Hennepin County District Court. Mr. Rissman is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court District of Minnesota.

Mr. Rissman is actively involved in the *Pro Se* Project, representing civil litigants in federal court who would otherwise go without representation. Mr. Rissman is also proficient in Spanish and is a member of the Minnesota, American and Federal Bar Associations.

Mr. Rissman is currently, or has been actively involved in the representation of plaintiffs and classes in numerous cases including *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.), *In re Online DVD Rental Antitrust Litig.* (N.D. Ca.), *In re Containerboard Antitrust Litig.* (N.D. Ill.), and *In re American Express Anti-Steering Rules Antitrust Litig.* (No. II) (E.D.N.Y.).

Raina C. Borrelli

Raina Borrelli is an associate of Gustafson Gluek PLLC. She is a *summa cum laude* graduate of Tulane University (B.S.M. 2008) and a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). Ms. Borrelli is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota. She is a member of the Federal Bar Association, Minnesota Bar Association, and Minnesota Women Lawyers.

During law school, Ms. Borrelli was a member of the Phillip C. Jessup International Moot Court Competition Team. She also served on the board of NOLA MN, a student group that

organized trips to New Orleans for law students to participate in volunteer legal work. Ms. Borrelli worked as a law clerk in the in-house legal department of two major corporations and as a law clerk for a small plaintiff's firm. Ms. Borrelli was a judicial extern for the Honorable Ann Alton, District Judge, Fourth Judicial District of Minnesota.

Ms. Borrelli is currently involved in the representation of plaintiffs and classes in cases such as *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.) and *In re Digital Music Antitrust* (S.D.N.Y.). She is also actively involved in the representation of *pro se* litigants as part of the Federal Bar Association's *Pro Se* Project.

Daniel J. Nordin

Daniel J. Nordin is an associate of Gustafson Gluek PLLC. He graduated from the University of Minnesota *with high distinction* (B.A. 2007) and is a *magna cum laude* graduate of the University of Minnesota Law School (J.D. 2011). Mr. Nordin is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota.

In law school, Mr. Nordin was a Managing Editor on the *Minnesota Journal of Law, Science & Technology*. In addition to clerking for a law firm in Edina, Minnesota, he also volunteered as a Tenant Advocate with HOME Line, a nonprofit tenant advocacy organization, through the Public Interest Clinic.

Mr. Nordin is currently involved in the representation of plaintiffs and classes in antitrust litigation, including *Precision Assocs., Inc. v. Panalpina World Transport (Holding) Ltd.* (E.D.N.Y.), *In re Vitamin C Antitrust Litig.* (E.D.N.Y.), and *In re American Express Anti-Steering Rules Antitrust Litig.* (E.D.N.Y.).

Lucia G. Massopust

Lucy Massopust is an associate of Gustafson Gluek PLLC. She is a graduate of Colorado

College (B.A. 2008) and a *magna cum laude* graduate of William Mitchell College of Law (J.D. 2012). Lucy is admitted to the Minnesota Bar and is admitted to practice in the U.S. District Court for the District of Minnesota.

During law school, Lucy provided civil representation to low-income persons incarcerated in Minnesota through the Legal Assistance to Minnesota Prisoners Clinic. She also served as a judicial extern to the Honorable Philip C. Carruthers, District Judge, Fourth Judicial District of Minnesota and as a judicial intern to the Honorable Paul A. Magnuson, United States Judge for the District of Minnesota.

EXHIBIT 2

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